

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1615 L STREET, NW

WASHINGTON, DC 20036-5694

TELEPHONE (202) 223-7300

FACSIMILE (202) 223-7420

JEFFREY H. OLSON
COMMUNICATIONS COUNSEL

TELEPHONE (202) 223-7326

E-MAIL: jolson@paulweiss.com

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019-6064
TELEPHONE (212) 373-3000
FACSIMILE (212) 757-3990

62, RUE DU FAUBOURG SAINT-HONORE
75008 PARIS, FRANCE
TELEPHONE (33 1) 53 43 14 14
FACSIMILE (33 1) 53 43 00 23

FUKOKU SEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0011, JAPAN
TELEPHONE (81-3) 3597-8101
FACSIMILE (81-3) 3597-8120

2918 CHINA WORLD TOWER II
NO. 1 JIANGUOMENWAI DAJIE
BEIJING, 100004
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 6505-6622
FACSIMILE (86-10) 6505-6630

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2536-9933
FACSIMILE (852) 2536-9622

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JU, U.K.
TELEPHONE (44 20) 7367 1600
FACSIMILE (44 20) 7367 1650

June 24, 2004

RECEIVED

JUN 24 2004

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Via Hand Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, N.W.
Washington, DC 20554

Re: Applications of Verestar, Inc. (Debtor-In-Possession)
and Verestar Networks, Inc. (Debtor-in-Possession)
for Consent to Assignment of Licenses And Authorizations to
SES AMERICOM, Inc.

IB Docket No. 04-174

File No. SES-ASG-20040503-00673

Dear Madam Secretary:

On April 30, 2004, Verestar, Inc. (Debtor-in-Possession), Verestar Networks, Inc. (Debtor-in-Possession) (collectively, "Verestar") and SES AMERICOM, Inc. ("SES Americom") filed a series of applications seeking Commission consent to the assignment of certain licenses and authorizations from Verestar to SES Americom. See File Nos. SES-ASG-20040503-00672, SES-ASG-20040503-00673, ITC-ASG-20040429-00186, ITC-ASG-20040429-00187; ULS Submission No. 0001685559; and the Domestic Section 214 Authorization assignment application filed by hand with your office on that date. These applications appeared on *Public Notice* as acceptable for filing on May 26, 2004. See *Public Notice*, DA 04-1502; see also Public Notice DA 04-1686, released June 9, 2004.

On June 7, 2004, the above-referenced applications relating to the assignment of Verestar's Section 214 authorizations were withdrawn. See Letter from Jeffrey H. Olson to Marlene H. Dortch, Secretary, dated June 7, 2004. On June 23, 2004, the parties withdrew from the applications relating to the various microwave licenses all common carrier licenses. See Letter from Jeffrey H. Olson to Marlene H. Dortch, Secretary, dated June 23, 2004. Finally, on June 24, 2004, Verestar filed a series of applications requesting that all common carrier earth station licenses currently proposed for assignment to SES Americom be modified to non-common carrier status (attached hereto is a list of the call signs covered by those applications).

No. of Copies rec'd
List ABCDE

0+8

Verestar and SES Americom have determined that none of the services currently being provided by Verestar requires the use of an earth station designated as a common carrier facility, nor would such a facility be necessary for any such service to be maintained or continued by SES Americom after consummation of the transaction proposed in the above-referenced application. In brief, the conversion of these facilities to non-common carrier status will not result in the disruption or discontinuance of any service currently being provided by Verestar to any of its customers.

Therefore, consistent with the above-noted withdrawals of the other common carrier licenses and authorizations from the various assignment applications pending in IB Docket No. 04-174, SES Americom will not consummate the instant transaction until such time as the Commission has granted the requested modification of the subject earth station licenses to non-common carrier status. In sum, SES Americom does not seek to acquire any common carrier license or other authorization under any of the applications pending in IB Docket No. 04-174 that might be subject to the provisions of Section 310(b) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b).

Please refer all questions and correspondence regarding this matter to the undersigned counsel.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Jeffrey H. Olson', with a long horizontal flourish extending to the right.

Jeffrey H. Olson
Attorney for
SES AMERICOM, Inc.

cc: Angela W. Kronenberg, Esq.

ATTACHMENT

Verestar Common Carrier Earth Station to Be Modified to Noncommon Carrier Status

E910548	E020255
E920585	E020256
KA20	E020257
KA337	E020258
E859623	E020259
E860029	E020321
E910614	E020322
E990325	E020323
E990328	E020324
E990439	E920028
KA322	E950302
KA434	E960044
E020153	KB23
E970267	E020093
E990305	E900017
E020254	E900018